

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS
HERETO TO DETERMINE WHETHER THIS OBJECTION
AFFECTS YOUR CLAIM(S)**

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:
Debtors.	: (Jointly Administered)
-----X	

NOTICE OF DEBTORS' 189th OMNIBUS OBJECTION TO CLAIMS
(Qualified Defined Benefits Pension Benefits Claims of Former Salaried and Hourly Employees)

PLEASE TAKE NOTICE that on January 26, 2011, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the "**Debtors**"), filed their 189th omnibus objection to expunge certain Qualified Defined Benefits Pension Benefits claims of former salaried and hourly employees (the "**189th Omnibus Objection to Claims**"), and that a hearing (the "**Hearing**") to consider the 189th Omnibus Objection to Claims will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District

of New York, One Bowling Green, New York, New York 10004, on **March 1, 2011 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE 189th OMNIBUS OBJECTION TO CLAIMS TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN EXHIBIT “A” ANNEXED THERETO.

PLEASE TAKE FURTHER NOTICE that any responses or objections to this 189th Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at www.nysb.uscourts.gov), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Ted Stenger); (iii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019

(Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.); so as to be received no later than **February 22, 2011 at 4:00 p.m. (Eastern Time)** (the "**Response Deadline**").

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the Debtors' 189th Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Debtors' 189th Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
January 26, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
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and Debtors in Possession

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Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

DEBTORS' 189th OMNIBUS OBJECTION TO CLAIMS
(Qualified Defined Benefits Pension Benefits Claims of Former Salaried and Hourly Employees)

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE
EXHIBIT ANNEXED TO THIS OBJECTION.**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and
its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), respectfully
represent:

Relief Requested

1. The Debtors file this 189th omnibus objection pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (ECF No. 4180), seeking entry of an order disallowing and expunging certain Qualified Defined Benefits Pension Benefits claims listed on **Exhibit “A”** annexed hereto (the “**189th Omnibus Objection to Claims**”)¹ of former salaried and hourly employees (the “**Salaried and Hourly Employees**”).

2. The Debtors have examined the proofs of claim identified on Exhibit “A” hereto filed by the Salaried and Hourly Employees and have determined that the proofs of claim listed under the heading “*Claims to be Disallowed and Expunged*” (the “**Qualified Defined Benefits Pension Benefits Claims**”) are claims related to liabilities of the specific defined benefits pension plan under which such benefits are provided. Such plans are legally separate from the Debtors, and therefore, the Qualified Defined Benefits Pension Benefits Claims do not constitute liabilities of the Debtors and should therefore be disallowed and expunged as against the Debtors. **By this Objection, the Debtors do not seek to affect the rights of the claimants to continue receiving pension benefits from their respective defined benefit plans.**

¹ Creditors can obtain copies of the cover page of any proof of claim filed against the Debtors’ bankruptcy estates on the Debtors’ claims register on the website maintained by the Debtors’ claims agent, www.motorsliquidation.com. A link to the claims register is located under the “Claims Information” tab. Creditors without access to the Internet may request a copy of the cover page of any proof of claim by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Background

4. On June 1, 2009 (the “**Commencement Date**”), four of the Debtors (the “**Initial Debtors**”)² commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, and on October 9, 2009, two additional Debtors (the “**REALM/ENCORE Debtors**”)³ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026 (REG). On September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009. On October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs.

5. On September 16, 2009, this Court entered an order (ECF No. 4079) establishing November 30, 2009 as the deadline for each person or entity to file a proof of claim in the Initial Debtors’ cases, including governmental units. On December 2, 2009, this Court entered an order (ECF No. 4586) establishing February 1, 2010 as the deadline for each person or entity to file a proof of claim in the REALM/ENCORE Debtors’ cases (except governmental units, as defined in section 101(27) of the Bankruptcy Code, for which the Court established April 16, 2010 as the deadline to file proofs of claim).

² The Initial Debtors are Motors Liquidation Company (f/k/a General Motors Corporation), MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

³ The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

6. Furthermore, on October 6, 2009, this Court entered the Procedures Order, which authorizes the Initial Debtors, among other things, to file omnibus objections to no more than 100 claims at a time, under various grounds, including those set forth in Bankruptcy Rule 3007(d) and those additional grounds set forth in the Procedures Order. The claimants that are listed in Exhibit “A” have all filed claims against the Initial Debtors.

**The Plan Sponsors Are Not Responsible
For Payments Under a Plan to Beneficiaries**

7. The Qualified Defined Benefits Pension Benefits Claims state claims for an anticipated reduction or elimination of accrued pension benefits under either the General Motors Retirement Program for Salaried Employees in the United States (the “**Salaried Plan**”) or the General Motors Hourly-Rate Pension Plan (the “**Hourly Plan**,” and together with the Salaried Plan, the “**Plans**”) that have not yet occurred, which should alone disqualify the claims. The Qualified Defined Benefits Pension Benefits Claims also in some cases allege the nonpayment of pension benefits prior to the Commencement Date; however the Debtors are not aware of any cessation in the payment of benefits under the Plans.

8. The Salaried Plan and the Hourly Plan are subject to statutory funding requirements, and thereby possess their own assets, and are legally separate from their plan sponsors.⁴ Under ordinary principles of contract law, payments to be made under the Plans to the Salaried and Hourly Employees as beneficiaries of the Plans are the responsibility of the Plans, and not of the Plans’ sponsors.

⁴ Section 502(d)(2) of ERISA (as defined below) provides, for example, that: “Any money judgment under this title against an employee benefit plan shall be enforceable only against the plan as an entity and shall not be enforceable against any other person unless liability against such person is established in his individual capacity under this title.”

The Plans Have Been Assumed by New GM

9. General Motors LLC (“New GM”) assumed sponsorship, in place of the Debtors, of both the Salaried Plan and the Hourly Plan pursuant to the terms of that certain Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, by and among General Motors Corporation, Saturn LLC, Saturn Distribution Corporation, Chevrolet-Saturn of Harlem, Inc. and New GM, and the Plans are therefore no longer the responsibility of the Debtors.

**In the Unlikely Event of a Plan Termination,
PBGC Would Have the Liability Rather than the Debtors**

10. The Employee Retirement Income Security Act of 1974, as amended (“ERISA”) comprehensively regulates the design, administration, funding, and termination of employer-provided pension benefits programs. The Plans are both tax-qualified, single-employer defined benefit pension plans subject to the plan termination insurance provisions of Title IV of ERISA.

11. Any claim for accrued benefits or nonpayment of benefits under any pension plan previously sponsored by the Debtors and subject to the plan termination insurance program set forth in Title IV of ERISA is solely against such plan (as assumed by New GM) or, if such plan is in the future ever terminated under such termination insurance program, against the PBGC, subject to any limitations under ERISA. As provided in Section 4062 of ERISA, a participant in any such plan does not have any claim for unpaid benefits against the plan sponsor, including the Debtors, by reason of their past sponsorship of the Plans.

12. Accordingly, the Salaried and Hourly Employees do not have at any time any direct claim against the Debtors as asserted in the Qualified Defined Benefits Pension

Benefits Claims. Moreover, the Debtors have no further obligation with respect to the Salaried Plan or the Hourly Plan by reason of New GM's assumption of such Plans as described above.

The Relief Requested Should Be Approved by the Court

13. A filed proof of claim is "deemed allowed, unless a party in interest . . . objects." 11 U.S.C. § 502(a). If an objection refuting at least one of the claim's essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff'd*, No. 09 Civ. 2229 (DC), 2010 WL 234827 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc'ns Corp.*, Ch. 11 Case No. 02-41729 (REG), 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

14. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that "such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law." 11 U.S.C. § 502(b)(1). The Debtors have compared their books and records with the proofs of claim identified on Exhibit "A" and have determined that they bear no liability for the Qualified Defined Benefits Pension Benefits Claims, as described herein. To avoid the possibility of recoveries by the creditors where no recovery is due, the Debtors request that the Court disallow and expunge in their entirety the Qualified Defined Benefits Pension Benefits Claims.

Notice

15. Notice of this 189th Omnibus Objection to Claims has been provided to each claimant listed on Exhibit "A" and parties in interest in accordance with the Fifth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated January 3, 2011 (ECF No. 8360).

16. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
January 26, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
BARRON JR, FRANCIS W 1153 KETTLE POND LN GREAT FALLS, VA 22066	22093	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
BLANKENSHIP, BETTY F 65 ELLEN CIR HAMILTON, OH 45011	1925	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$361.57 (U) \$361.57 (T) Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
BONDIE, MARYANN L 2025 W NORTH COUNTY LINE RD SIX LAKES, MI 48886	1810	Motors Liquidation Company	\$134.03 (S) \$0.00 (A) \$134.03 (P) \$0.00 (U) \$268.06 (T) Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
BUDA, JOHN M 7344 COON CLUB RD MEDINA, OH 44256	33148	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$72,722.66 (U) \$72,722.66 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
EDWARD KAPS 16403 E ASHBROOK DRIVE FOUNTAIN HILLS, AZ 85268	30593	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$2,775.79 (U) \$2,775.79 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
FRANCIS BARRON JR 1153 KETTLE POND LN GREAT FALLS, VA 22066	22092	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
GROSSKLAUS, TIMOTHY A 22220 EAST RIVER ROAD GROSSE ILE, MI 48138	23107	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$5,000.00 (U) \$5,000.00 (T) Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
IRMA Y VELIZ 12565 PETALUMA RD VICTORVILLE, CA 92392	33267	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$335,153.36 (U) \$335,153.36 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
JOHNNIE L SIMMONS 358 WILD CEDAR PL BRANDON, MS 39042	30779	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$333,600.00 (P) \$166,400.00 (U) \$500,000.00 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
Note: IUE-CWA					
KAREN E BENTLEY 9 NORTH LN LEBANON, OH 45036	64481	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$39,456.00 (P) \$0.00 (U) \$39,456.00 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
LANCTOT, FRANK E 4852 CLIFFSIDE DR WEST BLOOMFIELD, MI 48323	29056	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
MANOS, KATHERINE 12125 SPARTAN WAY APT 102 BAYONET POINT, FL 34667	19384	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$76,200.00 (U) \$76,200.00 (T) Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
MATTIE BROWN 358 WILD CEDAR PL BRANDON, MS 39042	30778	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$336,457.00 (P) \$163,543.00 (U) \$500,000.00 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
Note: IUE-CWA					
OLMSTED, THOMAS W 2560 SCHOOL ST BALLARD, CA 93463	37210	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$39,528.00 (U) \$39,528.00 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
RICHARD SAUER 17342 E. BACA DR. FOUNTAIN HILLS, AZ 85268 UNITED STATES OF AMERICA	70602	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
ROBERT H SCHAEFER 18625 PENINSULA COVE LN CORNELIUS, NC 28031	32745	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$152,474.00 (U) \$152,474.00 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
SMILEY, TOMMY A 3901 ERICA CIR DOUGLASVILLE, GA 30135	22069	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$83,412.00 (P) \$0.00 (U) \$83,412.00 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
THOMAS D TRIMMER 3530 BADGER LANE SPENCER, IN 47460	32800	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$154,241.24 (P) \$0.00 (U) \$154,241.24 (T) Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
Note: International Association of Machinists and Aerospace Workers					
THOMPSON, NORMA A 11721 DIAMOND POINTE CT INDIANAPOLIS, IN 46236	1849	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$1,690.00 (P) \$0.00 (U) \$1,690.00 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
THOMPSON, SANDRA K. 3529 HELENE CT TOLEDO, OH 43623	19976	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$1,690.00 (P) \$0.00 (U) \$1,690.00 (T) Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
THORPE, MARY J 3744 S 450 E RUSHVILLE, IN 46173	44694	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
TITUS, GRACE 4910 S TANAGER AVE BATTLEFIELD, MO 65619	16779	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
TOTH, WILLIAM F. 28 NIGHTENGALE AVE MASSENA, NY 13662	21105	Motors Liquidation Company	\$733.04 (S) \$0.00 (A) \$0.00 (P) \$0.00 (U) \$733.04 (T) Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
TOWARNICKE, CHARLOTTE A 6010 EMERALD ST NORTH RIDGEVILLE, OH 44039	63060	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
TWINEM, KENNETH E 956 DARK SHADOW CT C WESTERVILLE, OH 43081	27659	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$19,765.00 (P) \$0.00 (U) \$19,765.00 (T) Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5

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VALERIE REISS (BROADWATER) 5115 PLAINFIELD AVENUE BALTIMORE, MD 21206	69254	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
VANDERBILT, SUSAN LANTZ 1504 S SHORE DR HOLLAND, MI 49423	49508	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
VANFLEET, KENNETH 560 GLEASON ST ORANGE CITY, FL 32763	60274	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
VAWTER, KATHERYN J 163 MEADOWS CT PITTSBORO, IN 46167	36234	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
VELEZ, CELINDA G PO BOX 252 ARECIBO, PR 00613	9469	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
VERNA BERNOR C/O DENISE R. KETCHMARK 611 WEST COURT STREET FLINT, MI 48503	2351	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
VERNOR, VIRGINIA A 10348 W KINGSWOOD CIR SUN CITY, AZ 85351	15412	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
VICTORIA CRASE 2903 OLD TROY PIKE DAYTON, OH 45404	18709	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
VINCENT C GERMANO JR 274 CRYSTAL CREEK DRIVE ROCHESTER, NY 14612	46000	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
WANDA EISELE 147 LONG MEADOW DR ROCHESTER, NY 14621	62518	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
WANDA J. BRADSHAW 4053 PRESCOTT DAYTON, OH 45406	33297	Motors Liquidation Company		No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			Unliquidated		
WASENKO JOHN K 4699 CHAREST AVENUE WATERFORD, MI 48327	63435	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$92,470.81 (U) \$92,470.81 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			Unliquidated		
WEAVER, JOHN S 206 N BRADLEY RD MT PLEASANT, MI 48858	8353	Motors Liquidation Company		No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			Unliquidated		
WEBB, DENISE G PO BOX 401478 REDFORD, MI 48240	67536	Motors Liquidation Company		No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			Unliquidated		
WEBER, GARY L 8092 E HIGH POINT DR SCOTTSDALE, AZ 85266	30046	Motors Liquidation Company		No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
			Unliquidated		

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
WELCH, DIANE 1635 STONY POINT RD GRAND ISLAND, NY 14072	1716	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
WENDELL, WILEY L 27777 DEQUINDRE RD APT 902 MADISON HEIGHTS, MI 48071	15320	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
WHITHAM, SHIRLEY A. 3728 CATLIN ROAD COLUMBIAVILLE, MI 48421	16629	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
WIED, HUGO O 2272 CREST HILL LN FALLBROOK, CA 92028	6901	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
WIEGMANN, ROY C 84-50 260 ST 2ND FLOOR FLORAL PARK, NY 11001	4015	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
WILLIAMS, LARRY D 6529 COUNTY ROAD 415 MC MILLAN, MI 49853	13431	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
WILSON, SCOTT R 24838 APPLE CREST DR NOVI, MI 48375	20087	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$1,274.93 (P) \$0.00 (U) \$1,274.93 (T)	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
WINN, JOYCE E 429 DERBY LN DESOTO, TX 75115	61113	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$750.00 (P) \$0.00 (U) \$750.00 (T) Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
WOLLIN, GLORIA 26334 OAKSPUR DR UNIT C SANTA CLARITA, CA 91321	2642	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
WOOD, DONNA M 175 SAWMILL ST VIDOR, TX 77662	7409	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
WOODRUFF, DAVID C 7030 S TYNDALL RD BRANCH, MI 49402	65013	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
WRIGHT, HUGH D 1450 SKY RANCH LN BAKER, FL 32531	38843	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
YAP CHAI, ANA S 29931 BERMUDA LN SOUTHFIELD, MI 48075	2641	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
YATES, RONALD E 527 DOZIER AVE SEBRING, FL 33875	3363	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
YOUNG, HEATHER 3508 MEMORIAL ST ALEXANDRIA, VA 22310	29888	Motors Liquidation Company	Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
ZAUKELES, JEANETTE M 438 E MUSGROVE HWY LAKE ODESSA, MI 48849	11978	Motors Liquidation Company		No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
Unliquidated					
ZAWODNY, RAYMOND A 4548 RIDGE RD NOTTINGHAM, MD 21236	19912	Motors Liquidation Company		No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
Unliquidated					
ZITZLER, JEAN 858 TARRANT DR FONTANA, WI 53125	28312	Motors Liquidation Company	\$0.00 (S) \$0.00 (A) \$0.00 (P) \$7,207.20 (U) \$7,207.20 (T) Unliquidated	No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
ZORIK, JOHN R RTE 5 BOX 184 B BUCKHANNON, WV 26201	5040	Motors Liquidation Company		No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
Unliquidated					
ZUBER, RICHARD S 5614 CHARTER AVE 1 SAN DIEGO, CA 92120	36582	Motors Liquidation Company		No Liability; Claims seek recovery of amounts for which the Debtors are not liable	Pgs. 1-5
Unliquidated					

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference
<i>CLAIMS TO BE DISALLOWED AND EXPUNGED</i>	60		\$867.07 (S)		
			\$0.00 (A)		
			\$970,780.20 (P)		
			\$1,113,836.39 (U)		
			\$2,085,483.66 (T)		

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

ORDER GRANTING DEBTORS' 189th OMNIBUS OBJECTION TO CLAIMS
(Qualified Defined Benefits Pension Benefits Claims of Former Salaried and Hourly Employees)

Upon the 189th omnibus objection to expunge certain Qualified Defined Benefits Pension Benefits Claims of former salaried and hourly employees, dated January 26, 2011 (the “**189th Omnibus Objection to Claims**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (ECF No. 4180), seeking entry of an order disallowing and expunging the Qualified Defined Benefits Pension Benefits Claims on the grounds that each Qualified Defined Benefits Pension Benefits Claim is for an obligation for which the Debtors have no liability, all as more fully described in the 189th Omnibus Objection to Claims; and due and proper notice of the 189th Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 189th Omnibus Objection to Claims.

Court having found and determined that the relief sought in the 189th Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the 189th Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the 189th Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “A”** annexed hereto under the heading “*Claims to be Disallowed and Expunged*” are disallowed and expunged; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, (i) any claim listed on Exhibit “A” annexed to the 189th Omnibus Objection to claims under the heading “*Claims to be Disallowed and Expunged*” that is not listed on the Order Exhibit; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2011

United States Bankruptcy Judge